

1 IRELL & MANELLA LLP
2 David Siegel (CA SBN 101355)
dsiegel@irell.com
3 Charles Elder (CA SBN 186524)
celder@irell.com
4 Colin Roth (CA SBN 287096)
croth@irell.com
1800 Ave. of the Stars
5 Los Angeles, CA 90067
Telephone: 310-277-1010
6 Facsimile: 310-203-7199

7 Attorneys for Defendants
8 TESLA MOTORS, INC. and ELON MUSK

9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

12 ROSS WEINTRAUB, Derivatively on Behalf of) Case No. 5:14-CV-02817-CRB
Nominal Defendant TESLA MOTORS, INC.,)
13 Plaintiff,)
14)
15 v.)
16 ELON MUSK, BRAD W. BUSS, IRA)
EHRENPREIS, ANTONIO J. GRACIAS,)
STEVE JURVETSON,)
HARALD KROEGER, and KIMBAL MUSK.,)
17 Defendants.)
18)
19 -and-)
20 TESLA MOTORS, INC.,)
21 Nominal Defendant)
22)
23)
24)
25)
26)
27)
28)

)
) **STIPULATION AND ORDER**
) **STAYING LITIGATION PENDING**
) **DISPOSITION OF MOTION TO DISMISS**
IN A RELATED CASE

) Ctrm: 6, 17th Floor
Judge: Charles R. Breyer

STIPULATION

2 WHEREAS, on November 8, 2013, the case now entitled *In re Tesla Motors, Inc.*

3 *Securities Litigation*, Case No. 13-cv-5216 (the “Securities Action”) was filed in this Court;

4 WHEREAS, on June 16, 2014, Defendants Tesla Motors, Inc. (“Tesla”) and Elon Musk in
5 the case *In re Tesla Motors, Inc. Securities Litigation*, Case No. 13-cv-5216 filed a motion to
6 dismiss the second amended class action complaint in the Securities Action, and a hearing on that
7 motion to dismiss is scheduled for September 26, 2014, before the Honorable Charles R. Breyer;

8 WHEREAS, on June 18, 2014, plaintiff Ross Weintraub filed a shareholder derivative
9 complaint in this case, *Ross Weintraub, Derivatively on Behalf of Nominal Defendant Tesla*
10 *Motors, Inc. v. Elon Musk, et al.*, Case No. 5:14-cv-2817 (the “Derivative Action”);

11 WHEREAS, the Securities Action and Derivative Action contain similar factual
12 allegations and certain damages alleged in the Derivative Action arise from the costs incurred by
13 Tesla to litigate and to satisfy any potential judgment that may be entered in Securities Action and
14 to that extent, are dependent on the Court’s determination of those claims;

15 WHEREAS, the parties want to conserve judicial resources and avoid incurring
16 unnecessary costs litigating the Derivative Action during the pendency of the motion to dismiss in
17 the Securities Action;

18 WHEREAS, both Tesla and plaintiff Weintraub, who has filed the Derivative Action on
19 behalf of Tesla, agree that a stay as described below is in Tesla’s best interest;

20 THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the parties
21 to the above-captioned action, through their respective counsel, and subject to Court approval,
22 that:

23 1. All proceedings in this action shall be stayed pending disposition of the motion to
24 dismiss in the Securities Action.

25 2. All due dates under the Local Rules, Federal Rules of Civil Procedure, and Orders
26 of this Court shall be suspended pending disposition of the motion to dismiss in the Securities
27 Action.

3. All discovery shall be suspended pending disposition of the motion to dismiss in the Securities Action.

4. The stay is without prejudice to any party's right to seek an additional stay or other relief upon disposition of the pending motion to dismiss in the Securities Action.

Dated: August 19, 2014

Respectfully submitted,

IRELL & MANELLA LLP

By: /s/ Charles Elder

Charles Elder
Attorneys for Defendants TESLA MOTORS,
INC. and ELON MUSK

Dated: August 19, 2014

HYNES KELLER & HERNANDEZ, LLC

By: /s/ Beth A. Keller

Beth A. Keller
Attorneys for Plaintiff ROSS WEINTRAUB

JORDER

Pursuant to the foregoing stipulation, and good cause having been shown, IT IS SO ORDERED.

Dated this 22 day of August, 2014

